

2-108A013



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

REGISTRATION NO. 9111-1000 FILED 1425

April 14, 1992

APR 17 1992 -2 42 PM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 15)
Recordation No. 9111

INTERSTATE COMMERCE COMMISSION

APR 17 1992 -2 42 PM

APR 17 2 36 PM '92
HOT FOR OPERATING UNIT

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Seventh Supplemental Equipment Trust Agreement dated as of July 31, 1991, between Union Tank Car Company and Continental Bank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$32 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

/jff
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/20/92

OFFICE OF THE SECRETARY

Jean Fowler
Legal Assistant
The Marmon Group, Inc
225 West Washington Street
Chicago, Illinois 60606

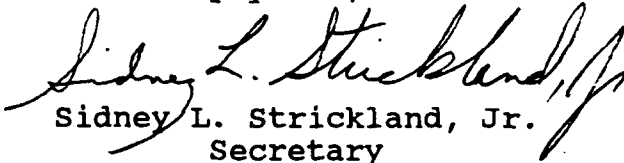
Dear

Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 11303 of the Interstate Commerce Act, 49
U.S.C. 11303, on 4/17/92 at 2:45pm, and assigned
recordation number(s).

9111-M & 9111-N

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

9111-1013

APR 17 1992 -2 45 PM

INTERSTATE COMMERCE COMMISSION

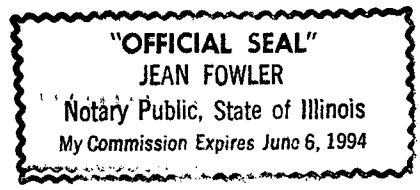
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated April 3, 1992 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 13th day of April, 1992.

Jean Fowler
Notary Public



BILL OF SALE

APR 17 1992 - 2 45 PM

CONTINENTAL BANK, N.A.
as Trustee under Equipment Trust Agreement

INTERSTATE COMMERCE COMMISSION

Dated December 1, 1977

(Series 15)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Continental Bank, N.A. ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 1, 1977, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of April 3, 1992.

CONTINENTAL BANK, N.A.

By: 

TRUST OFFICER

(CORPORATE SEAL)

Attest:

Martha L. Sanders
Its MARTHA L. SANDERS

UTC15

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 3RD day of APRIL, 1991^M, before me, a Notary Public in and for said State and County, personally appeared _____ and _____, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and _____ of Continental Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

V. Washington V. WASHINGTON
Notary Public

My Commission Expires:

9-20-92



UTC15

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 15 SERIES 15 07/24/91

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
ILX 11928	TA	13,500	GAL	1 1	11/77 08/88	\$ 23,972	\$ 7,591
ILX 12152	TM	14,694	GAL	1 1	11/77 05/91	31,285	9,907
ILX 12231	TM	14,694	GAL	1 1	07/77 09/88	30,323	9,097
ILX 12285	TM	14,694	GAL	1 1	08/77 04/91	30,324	9,224
ILX 12314	TM	13,000	GAL	1 1	02/77 05/89	34,559	9,648
ILX 12597	TA	13,500	GAL	1 1	04/77 05/91	23,003	6,613
ILX 24991	TM	14,000	GAL	1 1	06/77 04/89	26,812	7,932
ILX 46514	TM	20,000	GAL	1 1	08/77 08/89	23,963	7,289
ILX 46655	TM	20,000	GAL	1 1	08/77 08/89	23,963	7,289
ILX 46786	TM	20,000	GAL	1 1	08/77 10/88	23,963	7,289
ILX 46788	TM	20,000	GAL	1 1	08/77 10/88	23,963	7,289
ILX 46789	TM	20,000	GAL	1 1	08/77 05/89	23,963	7,289
ILX 46791	TM	20,000	GAL	1 1	08/77 10/88	23,963	7,289
ILX 46792	TM	20,000	GAL	1 1	08/77 10/88	23,963	7,289
ILX 46793	TM	20,000	GAL	1 1	08/77 10/88	23,963	7,289
ILX 46814	TM	20,000	GAL	1 1	11/77 03/89	25,214	7,984
ILX 71185	TM	20,000	GAL	1 1	10/77 12/90	29,671	9,272
ILX 71186	TM	32,000	GAL	1 1	11/77 02/90	29,671	9,396
ILX 71255	TM	23,500	GAL	1 1	11/77 05/91	31,256	9,898
ILX 71266	TM	23,500	GAL	1 1	11/77 05/91	31,256	9,898
ILX 71723	TM	16,000	GAL	1 1	08/77 01/89	27,289	8,300
ILX 71866	TM	17,600	GAL	1 1	05/77 12/90	29,079	8,481
ILX 71881	TM	17,600	GAL	1 1	05/77 04/89	28,878	8,423
ILX 71887	TM	17,600	GAL	1 1	05/77 04/89	28,878	8,423
ILX 73946	TM	15,600	GAL	3 2	07/77 03/90	36,020	10,806
ILX 46517	TM	20,000	GAL	1 1	08/77 07/91	23,963	7,289
ILX 46534	TM	20,000	GAL	1 1	08/77 07/91	23,963	7,289
ILX 46611	TM	20,000	GAL	1 1	08/77 07/91	23,963	7,289
NUMBER OF CARS 28						\$ 761,083	\$ 231,072